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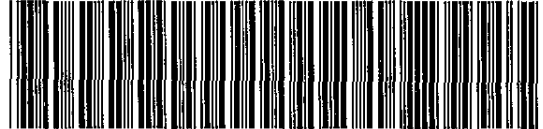
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 575503 4313159

AUTHORIZATION :

COST LIMIT : PPD

FILED
05 SEP -6 PM 4:41
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TALLAHASSEE, FLORIDA

ORDER DATE : September 1, 2005

ORDER TIME : 10:58 AM

ORDER NO. : 575503-005

CUSTOMER NO: 4313159

CUSTOMER: Elizabeth Giler
Brown Rudnick Berlack Israels
46th Floor
7 Times Square
New York, NY 10036

FOREIGN FILINGS

NAME: MERIT DIAMOND CORPORATION

XXXX QUALIFICATION (TYPE: CQ)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. MERIT DIAMOND CORPORATION

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. NEW YORK

(State or country under the law of which it is incorporated)

3. 13-3064303

(FEI number, if applicable)

4. APRIL 10, 1981

(Date of incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 33 WEST 46TH STREET

(Principal office address)

NEW YORK, NEW YORK 10036

(Current mailing address)

8. ANY AND ALL PURPOSES PERMISSIBLE UNDER THE LAWS OF THE STATE OF FLORIDA

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Carla Lohi

(Registered agent's signature)

Carla Lohi
Asst. Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: ABRAHAM KAPLAN

Address: c/o MERIT DIAMOND CORPORATION

33 WEST 46TH STREET, NEW YORK, NEW YORK 10036

Vice Chairman: _____

Address: _____

Director: JOSEF FRAIMAN

Address: c/o MERIT DIAMOND CORPORATION

33 WEST 46TH STREET, NEW YORK, NEW YORK 10036

Director: _____

Address: _____

B. OFFICERS

President: ABRAHAM KAPLAN

Address: c/o MERIT DIAMOND CORPORATION

33 WEST 46TH STREET, NEW YORK, NEW YORK 10036

Vice President: JOSEF FRAIMAN

Address: 33 WEST 46TH STREET, NEW YORK, NEW YORK 10036

Secretary: JOSEF FRAIMAN

Address: 33 WEST 46TH STREET, NEW YORK, NEW YORK 10036

Treasurer: N/A

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____


(Signature of Director or Officer listed in number 12 of the application)

14. _____

ABRAHAM KAPLAN PRESIDENT
(Typed or printed name and capacity of person signing application)

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of MERIT DIAMOND CORPORATION was filed on 04/10/1981, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 31st day of August
two thousand and five.*

A handwritten signature in black ink, appearing to read "R. A. DeS."

Secretary of State